

iOne Holdings Limited

卓智控股有限公司*

(incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

Stock code 股份代號：982

* for identification purpose only 僅供識別

ANNUAL REPORT 年報

2010



YOUR
ULTIMATE
FINANCIAL
PRINTING PARTNER

你的
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印刷伙伴

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Corporate Information

BOARD OF DIRECTORS

Executive directors

Mr. Lee Wing Yin

Chairman (appointed on 1 March 2010)

Mr. Lau Wai Shu

Managing Director (appointed on 1 March 2010)

Ms. Chiu Hok Yu

Executive Director and Managing Director

(resigned on 1 March 2010)

Independent non-executive directors

Mr. Yip Tai Him

Mr. Lung Hung Cheuk

Mr. Ng Chi Ming

AUDIT COMMITTEE

Mr. Yip Tai Him (Chairman)

Mr. Lung Hung Cheuk

Mr. Ng Chi Ming

REMUNERATION COMMITTEE

Mr. Lung Hung Cheuk (Chairman)

Mr. Ng Chi Ming

Mr. Yip Tai Him

NOMINATION COMMITTEE

Mr. Ng Chi Ming (Chairman)

Mr. Yip Tai Him

Mr. Lung Hung Cheuk

SOLICITORS

Lu, Lai & Li

AUDITOR

BDO Limited

COMPANY SECRETARY

Mr. Lee Wing Yin FCCA, CPA

Mr. Ira Stuart OUTERBRIDGE III*

(* assistant secretary)

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Units 1204-6, 12th Floor Wheelock House

20 Pedder Street

Central

Hong Kong

REGISTERED OFFICE

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

**BERMUDA PRINCIPAL SHARE
REGISTRAR AND TRANSFER OFFICE**

Butterfield Fulcrum Group (Bermuda) Limited

**HONG KONG BRANCH SHARE
REGISTRAR AND TRANSFER OFFICE**

Tricor Investor Services Limited

PRINCIPAL BANKER

Standard Chartered Bank (Hong Kong) Limited

**BERMUDA RESIDENT
REPRESENTATIVES**

Mr. John Charles Ross COLLIS

AUTHORISED REPRESENTATIVES

Mr. Lee Wing Yin
Mr. Lau Wai Shu (appointed on 1 March 2010)
Ms. Chiu Hok Yu (resigned on 1 March 2010)

PLACE OF LISTING

The Stock Exchange of Hong Kong Limited

STOCK CODE

982

WEBSITE ADDRESS

www.ioneholdings.com

Chairman's Statement

Dear Shareholders,

On behalf of the Board of Directors (the "Board"), I am pleased to present the annual results of iOne Holdings Limited ("iOne" or the "Company") and its subsidiaries (collectively, the "Group") for the financial year ended 31 December 2010.

In the year of 2010, the Group has benefited from cost reduction resulting from synergistic effect of successful merge of the businesses of its two major operating subsidiaries, namely iOne Financial Press Limited ("iOne FPL") and iOne (Regional) Financial Press Limited ("iOne (Regional) FPL"). Consistently, the Group is committed to providing with our clients the highest standard of services and solutions.

PERFORMANCE

During the year ended 31 December 2010, the Group recorded a consolidated turnover of approximately HK\$215.8 million (2009: approximately HK\$241.5 million). The decrease in the Group's turnover during the year was mainly due to fierce competition. Net profit after tax attributable to shareholders for the year ended 31 December 2010 was approximately HK\$59.8 million (2009: approximately HK\$54.2 million), representing a net profit margin of about 27.7%, compared with 22.4% for the previous year ended 31 December 2009. The increase was attributable to cost efficiency for the financial year under review. Given the increasing market competitiveness and upward pressure of production cost, the management considers the final result of 2010 is satisfactory.

REVIEW

During the year under review, Hong Kong's steady and sustainable economy recovery was reflected in the rising figures in Gross Domestic Product growth, domestic consumption expenditure, and export and imports of trade. The strong demand in boom property market in couple with flooding of liquidity pushed the property prices to hit record high. In addition to strong fundamental strength, Hong Kong has advantages from stable banking system; strong legal system; huge foreign exchange reserves; low taxation and the role of being a gateway to mainland China. Under the circumstances of increasing global liquidity and persistent low interest rate environment, the fund raising activities in the capital market remained active.

During the year under review, the Board has continued to streamline the business operation and further strengthen the financial position of the Group, in order to enhance work quality, reduce cost and strengthen administrative efficiency. Accordingly, the Group's final result for the year 2010 has outperformed last year by approximately HK\$5.6 million, about 10.3%. The Group kept on demonstrating its strengths in practical experience, constructive advices, first-class graphic design, efficient services, quality translation and global distribution network.

With strong commitment to expanding its clientele network, the iOne FPL has established its representative office in Beijing during the year under review as planned in the initial public offer (the "IPO") prospectus. It will facilitate to engage in business liaisons, market promotion and research.

MARKET RECOGNITION

Since the listing on the Stock Exchange of Hong Kong Limited (the "Stock Exchange") in 2008, the Group has gained better market recognition and enlarges the market share in the niche financial printing industry. With the "one-stop-solution" and "round-the-clock" service promises to our clients, we have served more than 1,000 clients ranging from investment banks to law firms to major corporations who have made us their trusted partner, reflecting our ability and capacity as *the only leading and a truly world-class financial printing company listed on the Stock Exchange*. Being well-recognized for our integrity, creativity and quality, our experienced professionals offer clients impeccable accuracy, exceptional quality financial printing solutions at the most reasonable cost to meet our clients' unique corporate goals.

To date, the Group has been awarded over 280 awards with total 50 Gold awards for its creative achievements, namely the ARC Awards, the Astrid Awards, the Galaxy Awards and the Mercury Awards. Attributing to the annual report designs for Sincere Watch (Hong Kong) Limited Annual Report 2009 ("AR2009") and Lifestyle International Holdings Limited AR2009, the Group won Grand Awards of Best of Hong Kong and Best of Cover Design in the 24th International ARC Awards Competition and 20th International Astrid Awards Competition respectively in 2010.

OUTLOOK

Looking ahead, the Group remains cautiously optimistic on the prospect of its business. Hong Kong still plays an important role of providing a business platform and linkage between overseas companies and mainland China, its economic outlook is still positive. In expectation of continuously moderate economic growth and growing number of new multinational companies listed in Hong Kong, the fundraising activities will remain prosperous in the forthcoming year. However, the recovery in global economy is still vulnerable to a series of market uncertainties such as, economic impact of Japan's earthquake, tsunami and nuclear crisis; regional political instabilities; European debt crisis; China's continuous tightening credit policies; global inflationary pressure and possible interest rate hike.

Meanwhile, the Group will continue to strengthen its competitiveness by constantly upgrading and improving its hardware, technical know-how and global distribution network. Following establishment of a representative office in Beijing, we are reviewing the plan to establish a production and translation hub in mainland China in order to enhance our operation capacities. We also strive to enlarge our client base by exploring business network across the border, e.g. forging strategic alliance with overseas financial printing company. The Group trusts that this will offer us opportunities to develop the regional business relationships and enhance our global presence. Given our flexible, proactive and cautious business strategy, the Group is confident to derive desirable returns in the future.

I would like to express my sincere gratitude to our clients and shareholders for their continuous and valuable support. I would also like to take this opportunity to thank our board of directors, management team and staff for their dedication and hard work during the last year.

Lee Wing Yin
Chairman

Hong Kong, 30 March 2011

Management Discussion and Analysis

2010 Global Recognition



IONE OUTSTANDING ACHIEVEMENTS DEFINING THE STANDARD OF EXCELLENCE IN ANNUAL REPORTS

Boasting its incredible creativity and impeccable project execution capability, iOne FPL design team has been awarded various international awards in 2010, which secured our unrivalled market leading position with its relentless creativity and commendable achievements in the financial printing industry. The Group has been awarded over 280 awards* for the past 6 years, with total 50 Gold awards for its creative achievements, namely the ARC Awards, the Astrid Awards, the Galaxy Awards and the Mercury Awards. Attributing to the annual report designs for Sincere Watch (Hong Kong) Limited AR2009 and Lifestyle International Holdings Limited AR2009, the Group won Grand Awards of **Best of Hong Kong** and **Best of Cover Design** in the 24th International ARC Awards Competition and 20th International Astrid Awards Competition respectively in 2010. With such great international recognition, we are highly motivated and ready to power iOne into an even brighter future.

* Out of the 280 international awards, 8 of which are the most prestigious international awards, including 'Best of Hong Kong Grand Award' twice, 'Best of Cover Design Grand Award', 'Best of Design Grand Award' and 'Best of Annual Reports – Eastern Hemisphere Grand Award' twice and the exceptional awards of 'Titanium Achievement Award' and 'Platinum Achievement Award' for its Greatest Percentage of Wins, setting record as the most outstanding financial printer in Hong Kong history in terms of design awards.

BUSINESS REVIEW

As a result of gradually stabilized global economy, flooding of liquidity and low interest rate environment, the investors' confidence was strengthened in 2010 while the number of new listing in Hong Kong was increased accordingly.

Notwithstanding the improvement in economic environment, the group's turnover was reduced by 10.6% as compared with previous year ended 31 December 2009, due to increasing market competition.

FINANCIAL REVIEW

During the year under review, the Group recorded a turnover of approximately 215.8 million for the year ended 31 December 2010 (2009: approximately HK\$241.5 million), representing a decrease of about 10.6% compared with the previous financial year. The Group's profit before income tax expenses increased by 10.3% to approximately HK\$71.9 million (2009: approximately HK\$65.2 million). The surge in profit before income tax expenses was mainly due to improvement in cost efficiency after the merger of the business operation for its two major subsidiaries.

The profit attributable to shareholders of the Company was approximately HK\$59.8 million (2009: approximately HK\$54.2 million), representing an increase of approximately 10.3% when compared with the previous financial year. Basic earnings per share for the year was approximately HK0.65 cent (2009: HK0.59 cent).

LIQUIDITY AND FINANCIAL RESOURCES

As at 31 December 2010, the Group's cash and bank balances amounted to approximately HK\$176 million (2009: approximately HK\$129.4 million) with no borrowings (2009: Nil). The Group has current assets of approximately HK\$251.9 million (2009: approximately HK\$208.4 million) and total current liabilities of approximately HK\$50.5 million (2009: approximately HK\$48.4 million). The Group's current ratio, defined as total current assets over total current liabilities, was 5 (2009: 4.3). The rise in liquidity was mainly attributable to the cash inflow generated from its operating activities.

Total equity of the Group as at 31 December 2010 stood at approximately HK\$216 million (2009: approximately HK\$166.3 million). The increase was mainly driven by the net profit after tax for the year. The Group's gearing ratio, being total liabilities over total assets was 19% (2009: 22.7%), representing an increase in total assets resulting from increase in cash inflow from operating activities.

Management Discussion and Analysis

CAPITAL STRUCTURE

An ordinary resolution for approving the share subdivision (the "Share Subdivision") was duly passed by the shareholders in the special general meeting held on 11 January 2010. As a result, each of the existing issued and unissued shares of HK\$0.01 each in the share capital of the Company was subdivided into 40 shares of HK\$0.00025 each effective from 12 January 2010. After completion of procedure of the Share Subdivision, the subdivided shares have been traded on the Stock Exchange in board lots of 20,000 subdivided shares.

Save as disclosed above, there is no material change in capital structure of the Company during the year.

EXPOSURE TO FLUCTUATION IN INTEREST RATES

The Group had interest-bearing financial assets at various interest rates which comprised 3 months and 1 year bank deposits. As there is no significant financial risk of fluctuation in interest rates, the Group has no interest rate hedging policy.

EXPOSURE TO FLUCTUATION IN EXCHANGE RATES

For the year ended 31 December 2010, the Group conducted its business transactions principally in Hong Kong dollars. Most of the Group's bank and cash balances are mainly denominated in Hong Kong dollars and Renminbi. As Renminbi was relatively stable and under appreciation pressure, the foreign exchange risk exposure is limited. The Group did not adopt any foreign exchange derivatives for hedging purpose as at 31 December 2010.

SIGNIFICANT ACQUISITIONS AND DISPOSALS OF INVESTMENTS

Saved for those disclosed in the Consolidated Statement of Financial Position, there were no other significant investment held. There was no material acquisition and disposal of subsidiaries and associates during the year.

EMPLOYEES

As at 31 December 2010, the Group had a total of about 152 employees (2009: approximately 139). Staff cost of the Group for the financial year was approximately HK\$53.8 million (2009: approximately HK\$65.4 million), which comprised salaries, commissions, bonuses, other allowances and contributions to retirement benefits scheme. The Group operates a defined contribution scheme under the Mandatory Provident Fund Schemes Ordinance and medical insurance or medical benefits for all employees. Basically, the Group structured remuneration packages of employees in reference to general market practice, duties and responsibilities of individual employees and the Group's financial performance.

PLEDGE OF ASSETS

As at 31 December 2010, the Group had no pledge of assets. At 31 December 2009, bank deposit of approximately HK\$0.2 million was pledged to a bank to secure general banking facilities granted to the Group.

CONTINGENT LIABILITIES

As at 31 December 2010, the Group did not have any contingent liabilities.

CAPITAL EXPENDITURE

For the year ended 31 December 2010, capital expenditure for property, plant and equipment of the Group amounted to approximately HK\$0.5 million (2009: approximately HK\$2 million).

CAPITAL COMMITMENTS

As at 31 December 2010, the Group did not have any capital commitments.

USE OF PROCEEDS

The Company was successfully listed on the Main Board of the Stock Exchange on the Listing Date on 14 July 2008, raising net proceeds of approximately HK\$40.5 million. The Group will use the proceeds to strengthen its competitiveness by implementing its future plans as stated in the IPO prospectus of the Company dated 30 June 2008. During the year under review, the Group applied approximately HK\$0.8 million of the net proceeds from the IPO mainly to upgrade its facility, pay additional rental deposit and establish a Beijing representative office. As at 31 December 2010, the aggregate amount of proceeds used was HK\$6.8 million. Save for the amounts allocated for the aforementioned intended uses, and pending the utilisation of the proceeds, the Group has placed the remaining proceeds on deposits with authorised financial institutions and/or licensed banks in Hong Kong.

BUSINESS PLAN

The Group's fundamental business objective is to establish itself as an international financial printing service provider in the financial sector by strengthening its core competitiveness. After the merger of iOne FPL and iOne (Regional) FPL the Group would enjoy the combined merit of both major operating subsidiaries of the Group and benefit from the synergistic effect of the merger, which would not only reduce costs, but also enhance work quality and strengthen administrative efficiency.

In light of the economy recovery, the Group will take a prudent approach to its expansion plan. It will continue to seek any opportunities for strategic alliance with regional partners for new market and business development. The Group will review its feasibility study on expansion plans, including the establishment of a backup production and translation hub in mainland China as stated in the IPO prospectus, in view of lower production costs and economic growth in mainland China. Furthermore, the Group will continue to refine its office facilities, to streamline work procedure and to upgrade the software and equipment with an aim to enhancing its competitiveness in the sector.

Aimed at maximizing profit and return for the Group and our shareholders, the Group will strive to stay focused on enhancing the competitiveness of its core business and on exploring new business opportunities.

Biographical Details of Directors and Senior Management

EXECUTIVE DIRECTORS

Mr. Lee Wing Yin

Mr. Lee, aged 41, has been appointed as an executive director and the Chairman of the Company since September 2009 and March 2010 respectively. He is responsible for provision of advice for overall management, strategic development and supervision of the Group. Mr. Lee is an associate member of the Hong Kong Institute of Certified Public Accountants and a fellow member of The Association of Chartered Certified Accountants. He has over ten years of working experience in auditing and business advisory services and had worked for international accounting firms for six years. Mr. Lee is currently the director, qualified accountant and company secretary of Richfield Group Holdings Limited (stock code: 183), a company listed on the Main Board of the Stock Exchange. He also held various senior financial management positions in various local companies. Mr. Lee is a director of Profit Allied Limited, a company incorporated in British Virgin Islands with limited liability which is beneficiary and wholly owned by Mr. Pong Wai San, Wilson ("Mr. Pong"), being the substantial shareholder of the Company.

Mr. Lau Wai Shu

Mr. Lau, aged 50, has been appointed as an executive director and the managing director of the Company since September 2009 and March 2010 respectively. He is responsible for the Group' overall management, corporate development and strategic planning. Mr. Lau holds a bachelor's degree in Applied Science (civil engineering) from the University of Ottawa, Ontario, Canada and a master of business administration degree from the University of Bradford, the United Kingdom. Mr. Lau had worked for various companies with over 19 years of experience in management and marketing. Mr. Lau was an executive director of Midland IC&I Limited (stock code: 459) and resigned in June 2007. He was appointed as executive director of the Global Energy Resources International Group Limited (stock code: 8192) in September 2007 and resigned in August 2008.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Yip Tai Him

Mr. Yip Tai Him, aged 40, has been appointed as an independent non-executive director of the Company since April 2009. He is a practising accountant in Hong Kong and an associate member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants in the United Kingdom. Mr. Yip has about 17 years of experience in accounting, auditing and financial management. He is currently an independent non-executive director of the following listed companies in Hong Kong, namely, Wing Lee Holdings Limited (stock code: 876), China Communication Telecom Services Company Limited (stock code: 8206), Vinco Financial Group Limited (stock code: 8340), KH Investment Holdings Limited (stock code: 8172) and GCL-Poly Energy Holdings Limited (stock code: 3800). Mr. Yip was also the independent non-executive director of Global Energy Resources International Group Limited (stock code: 8192) during the period from March 2008 to January 2010.

Mr. Ng Chi Ming

Mr. Ng Chi Ming, aged 67, has been appointed as an independent non-executive director of the Company since September 2009. He is an Election Committee Member for the HKSAR Chief Executive. Mr. Ng is also an independent non-executive director of Build King Holdings Limited, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 0240). Mr. Ng has over 30 years of experience in the banking industry. Mr. Ng served as the chief executive officer of the former First Pacific Bank in Hong Kong. He was also the executive director and chief executive officer of ENM Holdings Limited (stock code: 0128) during the period from March 2001 to June 2009.

Mr. Lung Hung Cheuk

Mr. Lung Hung Cheuk, aged 64, has been appointed as an independent non-executive director of the Company since September 2009. Mr. Lung is a retired chief superintendent of the Hong Kong Police Force (the "Hong Kong Police"). He joined the Hong Kong Police in 1966 as a Probationary Inspector at the age of 19. He was promoted to the rank of chief inspector in 1980, superintendent in 1986, senior superintendent in 1993 and chief superintendent in 1997. He had served in various police posts, namely Special Branch, Police Tactical Unit, Police Public Relations Bureau and in a number of police divisions at management level. Prior to his retirement in April 2002, he was the commander of Sham Shui Po Police District. Mr. Lung was also the secretary and the chairman of the Superintendents' Association (the "SPA") of the Hong Kong Police from 1993 to 2001. The membership of the SPA comprises the top management of the Hong Kong Police from superintendents up to and including the commissioner of the Hong Kong Police. He was awarded the Police Meritorious Service Medal by the Chief Executive of Hong Kong in 2000. Mr. Lung currently acts as an independent non-executive director of Richfield Group Holdings Limited (stock code: 183). He was the independent non-executive director of Global Energy Resources International Group Limited (stock code: 8192) during the period from September 2007 to January 2010.

SENIOR MANAGEMENT

Ms. Chan Che Ching, aged 41, a founding member of iOne FPL, is the Chief Executive Officer of iOne FPL and iOne (Regional) FPL since the Group has successfully merged these two businesses. She is responsible for setting governance principles, developing strategic planning, making management decisions and overseeing the entire operation of the merged business. Ms. Chan has over 15 years of experience in the financial printing industry. She joined the Group in mid-2000.

Mr. Ho Ming Fai, aged 51, is the group financial controller of the Company. Mr. Ho possesses more than 27 years of working experience in accounting, investment and treasury. He is a fellow member of the Association of Chartered Certified Accountants and an associate member of the Hong Kong Institute of Certified Public Accountants. He joined the Group in January 2008.

Report of the Directors

The directors of the Company are pleased to present their annual report and the audited financial statements of the Company for the year ended 31 December 2010.

PRINCIPAL ACTIVITIES

The Company acts as an investment holding company. The Group is principally engaged in the provision of financial printing services for the financial sector in Hong Kong which include mainly the printing of IPO prospectus, financial reports, company announcements, circulars, legal compliance documents, research reports, corporate brochures and newsletters.

RESULTS AND DIVIDEND

The results of the Group for the year ended 31 December 2010 are set out in the consolidated statement of comprehensive income on page 27 of this report. The Board recommends the payment of a final dividend of HK0.11 cent each per ordinary share, totaling HK\$10,120,000 for the year ended 31 December 2010 (2009: HK0.11 cent).

CLOSURE OF REGISTER OF MEMBERS

The registers of the Company will be closed from Tuesday, 24 May 2011 to Tuesday, 31 May 2011, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the final dividend for the 12 months ended 31 December 2010 and to attend the forthcoming annual general meeting, all transfer of shares, accompanied by the relevant share certificates and transfer forms, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Monday, 23 May 2011.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group and the Company during the year are set out in note 15 to the financial statements.

SHARE CAPITAL

Details of movements in the share capital of the Company during the year are set out in note 26 to the financial statements.

DISTRIBUTABLE RESERVE

The Company's distributable reserve was HK\$69,843,000 at 31 December 2010 (2009: HK\$79,963,000).

5 YEAR SUMMARY

A summary of the Group's result for each of the five years ended 31 December 2010 and the Group's assets and liabilities as at 31 December 2006, 2007, 2008, 2009 and 2010 is set out on page 60 of this report.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's Bye-laws or the laws of Bermuda, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

DIRECTORS AND DIRECTORS' SERVICE CONTRACTS

The directors of the Company during the period and up to the date of this report were:

Executive Directors:

| | |
|---|-----------------------------|
| Lee Wing Yin (executive director) (Chairman) | (appointed on 1 March 2010) |
| Lau Wai Shu (executive director) (managing director) | (appointed on 1 March 2010) |
| Chiu Hok Yu (executive director and managing director) | (resigned on 1 March 2010) |

Independent non-executive Directors:

Yip Tai Him
Ng Chi Ming
Lung Hung Cheuk

In accordance with the Bye-laws of the Company, Mr. Ng Chi Ming and Mr. Lung Hung Cheuk will retire at the forthcoming annual general meeting by rotation, and, being eligible, offer themselves for re-election. All other remaining Directors continue in office.

Mr. Ng Chi Ming and Mr. Lung Hung Cheuk, both independent non-executive directors of the Company, have each entered into a letter of appointment with the Company for a term of one year commencing from 18 September 2010. Their appointments are subject to retirement by rotation and/or re-election at the Company's annual general meetings at least once every three years in accordance with the Bye-laws of the Company.

The remuneration of the executive directors and the directors' fee of the independent non-executive directors are mutually agreed between the Board and each of executive directors and independent non-executive directors with reference to the prevailing market conditions and determined by the Board based on their anticipated effort and expertise to be exercised by each of them on the Company's affairs. Such emoluments are subject to review by the Board from time to time pursuant to the power conferred on it in the annual general meeting of the Company.

Report of the Directors

CONFIRMATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received, from each of the independent non-executive directors, an annual confirmation of the independence pursuant to Rule 3.13 of the Rules Governing the Listing of Securities on the Stock Exchange ("Listing Rules"). The Company considers all of the independent non-executive directors is independent.

BIOGRAPHICAL DETAILS OF THE DIRECTORS AND THE SENIOR MANAGEMENT

Biographical details of the directors and the senior management of the Company are set out on page 10 to 11 of this report.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SECURITIES

As at 31 December 2010, the interests and short positions of the directors and chief executives and their associates in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out in Appendix 10 to the Listing Rules were as follows:

Long position in ordinary share of HK\$0.01 each (HK\$0.00025 after Share Subdivision) of the Company

| Name of Directors | Capacity | Number of shares held (before Share Subdivision) | Number of shares held (after Share Subdivision) | Approximate percentage of interested shares to the issued shares capital of the Company (%) |
|-------------------|----------------------|---|--|---|
| Lee Wing Yin | Beneficial ownership | 16,000 | 640,000 | 0.01 |
| Lau Wai Shu | Beneficial ownership | 50,000 | 2,000,000 | 0.02 |

Saved as disclosed above, none of the directors and chief executive of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) that was required to be recorded pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors or Listed Companies contained in the Listing Rules.

INTEREST OF SUBSTANTIAL SHAREHOLDERS

As at 31 December 2010, so far as is known to any director or chief executive of the Company, the following persons or corporations (other than a director or chief executive of the Company) who had interests and short positions in the shares or underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO or as otherwise notified to the Company were as follows:

Long position in ordinary shares of HK\$0.01 (HK\$0.00025 after Share Subdivision) each of the Company

| Name of Substantial Shareholders | Capacity/ Nature of interest | Number of shares held (before Share Subdivision) | Number of shares held (after Share Subdivision) | Approximate percentage of interested shares to the issued shares capital of the Company (%) |
|---|---------------------------------|---|--|---|
| Mr. Pong | Beneficial ownership | 172,000,000 | 6,880,000,000 | 74.78 |
| Tung Ching Yee, Helena (Note 1) | Interest of Spouse | 172,000,000 | 6,880,000,000 | 74.78 |
| Profit Allied Limited (Note 2) | Controlled corporation | 142,800,000 | 5,712,000,000 | 62.09 |
| Richfield Group Holdings Limited (Note 3) | Controlled corporation | 10,000,000 | 400,000,000 | 4.35 |
| Virtue Partner Group Limited (Note 4) | Controlled corporation | 10,000,000 | 400,000,000 | 4.35 |

Notes:

- Ms. Tung Ching Yee, Helena is the spouse of Mr. Pong who beneficially owns 74.78% of the Company.
- Profit Allied Limited is beneficially owned as to 100% by Mr. Pong. Therefore, it is deemed to be interested in the shares of which Mr. Pong is deemed to be interested in for the purpose of the SFO.
- Richfield Group Holdings Limited is beneficially owned as to about 44.01% by Mr. Pong.
- Richfield Group Holdings Limited is held as to about 31.99% by Virtue Partner Group Limited which is 100% wholly owned by Mr. Pong.

Save as disclosed above, the register required to be kept under section 336 of the SFO shows that as at 31 December 2010, the Company had not been notified of any other person who had an interest or short position in the shares and underlying shares of the Company.

SHARE OPTIONS

Pursuant to the resolution passed by the Shareholders on 25 June 2008, the Company approved and conditionally adopted a share option scheme whereby selected classes of the participants may be granted options to subscribe for shares at the discretion of the Board. No options were granted under the share option scheme for the year ended 31 December 2010.

Report of the Directors

DIRECTOR'S RIGHTS TO ACQUIRE SHARES

At no time during the year was the Company, or any of its holding company, fellow subsidiaries and subsidiaries a party to any arrangement to enable the directors of the Company or their respective spouses or children under 18 years of age, to acquire benefits by means of the acquisition of shares in the Company.

MAJOR CUSTOMERS AND SUBCONTRACTORS

The percentage of sales and cost of services provided for the year attributable to the Group's major customers and subcontractors are as follows:

Sales

| | |
|--------------------------|-------|
| – the largest customer | 6.24% |
| – five largest customers | 22.9% |

Cost of services provided

| | |
|-------------------------------|-------|
| – the largest subcontractor | 16% |
| – five largest subcontractors | 45.8% |

Saved as disclosed under the heading "Continuing Connected Transactions" below, none of the directors, their associates, or any shareholders (which to the knowledge of the directors own more than 5% of the Company's issued share capital) had any interest in any of the five largest customers and subcontractors of the Group.

CONTINUING CONNECTED TRANSACTIONS

Sing Kee Printing Factory Limited ("Sing Kee") is one of the top five largest subcontractors of the Group. During the year, the Group incurred a subcontracting fee on printing services provided by Sing Kee in aggregate of approximately HK\$6.7 million (2009: approximately HK\$10.9 million) equivalent to approximately 7.1% (2009: approximately 9.3%) of total cost of services provided. Mr. Ip Mo Leung, Gary (spouse of Ms. Ng Wing Mee, Denise, the former executive director of the Company) and Ms. Ng Wing Mee, Denise, through Gold Fortune Investments Limited (owned as to 50% by Mr. Ip Mo Leung, Gary and as to 50% owned by Ms. Ng Wing Mee, Denise), own approximately 60.89% shareholding interest in Brilliant Eagle International Ltd ("Brilliant Eagle"), one of the previous controlling shareholders. Sing Kee is owned by Mr. Yip Sing Lam (father-in-law of Ms. Ng Wing Mee, Denise), Mr. Ip Mo Leung, Gary, Mr. Ip See Yuen (brother-in-law of Ms. Ng Wing Mee, Denise) and Mr. Yip King Man (cousin-in-law of Ms. Ng Wing Mee, Denise) as to 51%, 24%, 24% and 1% respectively. Accordingly, Sing Kee is an associate of Ms. Ng Wing Mee, Denise and Brilliant Eagle and is therefore a connected person of the Company. The Group has engaged Sing Kee for the provision of printing service and entered a master subcontracting agreement with Sing Kee for an initial period of approximately 2.5 years ending on 31 December 2010. Pursuant to Rule 14A.11 of the Listing Rules, a person who was a director of the listed issuer within preceding 12 months was regarded as a connected person. Accordingly, Ms. Ng and her associate were a connected person with the Company until 17 September 2010, as she had resigned from the Company on 18 September 2009.

The above continuing connected transactions is exempt from strict compliance with the announcement and independent shareholders approval requirements under the Listing Rules. The Company has been granted a waiver by the Stock Exchange from strict compliance with such requirements under the Listing Rules. The annual cap for transactions with Sing Kee is set at HK\$34 million for the year ended 31 December 2010.

During the year under review, iOne Translation Company Limited, the Company's wholly-owned subsidiary has entered a lease agreement dated 15 October 2010 (the "Lease") with Flexwood Ltd ("Flexwood") in relation to the leasing of the premises at office Unit E, 6th Floor at No.9, Queen's Road Central, Hong Kong for a term of two years commencing from 15 October 2010. The Lessor is beneficially owned as to 100% by Mr. Pong, the controlling shareholder holding approximately 74.78% of the issued share capital of the Company at the prevailing time. As such, the Lessor is a connected person of the Company within the meaning of Rule 14A.11 of the Listing Rules. Accordingly, the Lease constitutes a continuing connected transaction for the Company under the Listing Rules. The Lease on normal commercial terms where each or all of the applicable percentage ratios including assets ratio, revenue ratio and consideration ratio are on annual basis less than 5%, in accordance with Rule 14A.34(1) of the Listing Rules, the Lease is only subject to reporting and announcement requirements set out in Rules 14A.45 to 14A.47 of the Listing Rules and is exempted from the independent Shareholders' approval requirements under Rule 14A.34 of the Listing Rules.

The annual cap for transactions with Flexwood are set about HK\$1.3 million, HK\$1.6 million and HK\$1.3 million for the year ended 31 December 2010, year ending 31 December 2011 and 31 December 2012 respectively, in accordance with the Company's announcement dated 15 October 2010.

The Company's auditor was engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor has issued his unqualified letter containing his findings and conclusions in respect of the two continuing connected transactions in accordance with Main Board Listing Rule 14A.38. A copy of the auditor's letter has been provided by the Company to the Stock Exchange.

The independent non-executive directors have reviewed both of two continuing connected transactions and the letter of comfort in regards to continuing connected transactions from the auditor and confirmed that both transactions were entered into by the Company in the ordinary course of its business, on normal commercial terms, and in accordance with the terms of the agreement governing such transactions that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

Save as disclosed above, no contracts of significance to which the Company, or any of its holding company, fellow subsidiaries and subsidiaries was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the year under review.

Report of the Directors

SUFFICIENCY OF PUBLIC FLOAT

The Company has maintained a sufficient public float under the Listing Rules during the year under review.

CORPORATE GOVERNANCE

Report on the Company's corporate governance are set out on pages 20 to 24 of this report.

CODE OF BEST PRACTICE

The Company complied with all the code provisions of the Code on Corporate Governance Practices as set out in Appendix 14 of the Listing Rules (the "Code") during the year under review.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code as its own code of conduct regarding directors' securities transactions. Having made specific enquiries, all directors confirmed that they have complied with the Model Code during the year under review and up to date of this report.

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year under review.

REMUNERATION POLICY

The remuneration policy of the Group to reward its employees and directors is based on their performance, duties and responsibilities, market comparables and the performance of the Group. Remuneration packages typically comprise salary, housing allowances, contribution to pension schemes and bonuses relating to the profit of the relevant company. The Remuneration Committee will regularly review and determine the specific remuneration and compensation of the directors and the senior management of the Group.

DONATIONS

During the year, the Group made charitable donation amounting to HK\$100,000.

AUDIT COMMITTEE

The Group established an audit committee which consists of three independent non-executive directors, namely Mr. Yip Tai Him, Ng Chi Ming and Lung Hung Cheuk. Mr. Yip Tai Him is the Chairman of the audit committee. The primary duties of the audit committee are to review the financial reporting and the effectiveness of internal control system of the Group. The audit committee has reviewed the Group's final report for the year ended 31 December 2010.

AUDITOR

A resolution will be proposed at the forthcoming annual general meeting of the Company to re-appoint the auditor, BDO Limited.

On behalf of the Board

Lee Wing Yin
Chairman

Hong Kong, 30 March 2011

Corporate Governance Report

CORPORATE GOVERNANCE PRACTICES

The Group believes that high standard of corporate governance and ethics are critical to its continuous success and long-term growth. In order to enhance the shareholders' value in the long run, the Group is committed to managing business with focuses on transparency, independence and accountability and developing its ethical corporate cultures.

The Company complied with the Code during the year under review. We will periodically review and improve our corporate governance practice to ensure that the interests of shareholders are properly safeguarded and promoted.

BOARD OF DIRECTORS

The Board members for the year ended 31 December 2010 were:

Executive Director

Chiu Hok Yu (resigned on 1 March 2010)
Lee Wing Yin
Lau Wai Shu

Independent non-executive Director

Yip Tai Him
Ng Chi Ming
Lung Hung Cheuk

The Board currently is composed of 5 directors, including the Chairman and the managing director who are executive directors, and 3 independent non-executive directors.

The Board meets periodically to review the strategic policies, significant business transactions and business performance of the Group and to approve the release of interim and annual results for the Group. The Board will also investigate and resolve different events as and when warranted by particular circumstances. The Board approval is required for any matters likely to have a material impact on the business operation and/or financial positions of the Group as well as matters other than in the ordinary course of business.

All directors have provided access to the senior management of the Group and the company secretary. Management information is provided to enable them to participate at the meetings or as and when requested. The company secretary provides secretarial support to the Board and ensures adherence to Board procedures and the relevant rules and regulations which are applicable to the Company.

CHAIRMAN AND EXECUTIVE DIRECTOR

Mr. Lee Wing Yin who is an executive director of the Company has been appointed as the Chairman on 1 March 2010. He is responsible for providing advice for the overall management and strategic development, and overseeing the operation of the Board. The other executive director, Mr. Lau Wai Shu, effective on the same day has acted as the Group's managing director who is responsible for the Group's overall management, corporate development, strategic planning and the supervision of day-to-day operation. The segregation of duties and responsibilities between the Chairman and the managing director aims to ensure a balance of power and authority.

INDEPENDENT NON-EXECUTIVE DIRECTORS

All the independent non-executive directors have academic background, appropriate professional qualification, management experiences, accounting or related financial management expertise. The Company will review regularly to ensure that the Board has a balance of skills, expertise and experience to manage the business of the Group. Pursuant to the requirement of the Listing Rules, one of the independent non-executive directors is a Certified Public Accountant who chairs the Audit Committee.

The independent non-executive directors of the Company are Mr. Yip Tai Him, Mr. Ng Chi Ming and Mr. Lung Hung Cheuk with the fixed term of appointment for one year. Biographical details of the independent non-executive directors are set out on pages 10 to 11 of this Annual Report.

The Company has received a written annual confirmation regarding their independence from each of its independent non-executive directors in compliance with the requirements of the Listing Rules. The Company considered that all its independent non-executive directors are independent to the Company in accordance with the independence guidelines as set out in the Listing Rules.

MEETING

Regular Board meeting shall be held at least four times a year. Special meetings of the Board will be convened whenever necessary. The Board convened a total of four meetings for the year ended 31 December 2010.

Details of the attendance of the meetings of the Board were as follows:

| Members | Attendance |
|--|-------------------|
| Chiu Hok Yu (resigned on 1 March 2010) | 0/0 |
| Lee Wing Yin | 4/4 |
| Lau Wai Shu | 4/4 |
| Yip Tai Him | 4/4 |
| Lung Hung Cheuk | 4/4 |
| Ng Chi Ming | 3/4 |

DELEGATION

Based on the Company's organisation structure and operation procedures, the Board has established the line of responsibility and reporting. Duties and responsibilities in respect of daily operation, administration, financial and risk management control are delegated to the senior management. The senior management is empowered to assume their responsibility of day-to-day management under the leadership of the managing director.

Three Committees which are Audit Committee, Remuneration Committee and Nomination Committee have been established with defined terms of references. The terms of references clearly specify the duties and responsibilities for all the Committees. All the Committees will make their recommendation to the Board for approval before any necessary action is taken.

Corporate Governance Report

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code. Every director received a copy of the Model Code and guidelines at the time of appointment. Having made specific enquiries with all directors, the Company confirmed that the directors had complied with the required standard of dealings and code of conduct for the year under review. The Company also followed the guidelines on no less exacting terms than the Model Code for securities transactions by senior management or other staff who were in possession of unpublished price sensitive information of the Company.

AUDIT COMMITTEE

The Group established an Audit Committee on 25 June 2008 in compliance with Rules 3.21 and 3.23 of the Listing Rules. The Audit Committee consists of three independent non-executive directors, namely Mr. Yip Tai Him, Mr. Lung Hung Cheuk and Mr. Ng Chi Ming. Mr. Yip Tai Him is the Chairman of the Audit Committee.

Meeting shall be held not less than 2 times a year. A representative of the external auditor shall normally attending meetings. The External auditor may request a meeting if they consider necessary. The Board delegates the Audit Committee to investigate any activities within its terms of reference and obtain independent legal or professional advice as and when required. The primary duties of the Audit Committee are to review and supervise the financial reporting system and the internal control procedure; to review and recommend to the Board the appointment, remuneration, independence and objectivity of external auditor; and to review and monitor the selection process of subcontractors for printing services.

Details of the attendance of the meeting of the Audit Committee were as follows:

| Member | Attendance |
|-----------------|-------------------|
| Yip Tai Him | 2/2 |
| Lung Hung Cheuk | 2/2 |
| Ng Chi Ming | 1/2 |

No director is involved in selecting and deciding the Group's subcontractors for printing services in which the respective directors or his associates have interest. The Group believes that an adequate and effective internal control system is fundamental to safeguard the assets of the Group as well as the long-term interest of the shareholders.

The Audit Committee had reviewed and recommended the Company's interim results announcement and interim report for the six months ended 30 June 2010 and the annual results announcement and annual report for the year ended 31 December 2010 to the Board for approval. The Audit Committee also reviewed and concluded with satisfaction to the effectiveness of internal control system of the Group.

REMUNERATION COMMITTEE

The Group established a Remuneration Committee in compliance with Appendix 14 of the Listing Rules. The Remuneration Committee consists of the three independent non-executive directors, namely Mr. Lung Hung Cheuk, Mr. Ng Chi Ming and Mr. Yip Tai Him. Mr. Lung Hung Cheuk is the Chairman of the Remuneration Committee. The primary function of the Remuneration Committee is to make recommendation to the Board on the remuneration of the directors and the senior management of the Group and determine on behalf of the Board specific remuneration packages and conditions of employment for the directors and the senior management of the Group. No director is involved in deciding his own remuneration. The remuneration of directors and senior management is determined by having regards to individual performance and the Group's financial results.

For the year ended 31 December 2010, the Remuneration Committee held a meeting to approve the terms of executive directors' service contract, review the remuneration policies of the Group and make recommendations to the Board.

Details of the attendance of the meeting of the Remuneration Committee were as follows:

| Member | Attendance |
|-----------------|-------------------|
| Lung Hung Cheuk | 1/1 |
| Yip Tai Him | 1/1 |
| Ng Chi Ming | 1/1 |

NOMINATION COMMITTEE

The Group established a Nomination Committee which consists of the three independent non-executive directors, namely Mr. Ng Chi Ming, Mr. Yip Tai Him and Mr. Lung Hung Cheuk. Mr. Ng Chi Ming is the Chairman of the Nomination Committee. The primary function of the Nomination Committee is to make recommendation to the Board regarding candidates to fill vacancies on the Board and the senior management of the Group.

Details of the attendance of the meeting of the Nomination Committee were as follows:

| Member | Attendance |
|-----------------|-------------------|
| Ng Chi Ming | 1/1 |
| Yip Tai Him | 1/1 |
| Lung Hung Cheuk | 1/1 |

The Nomination Committee reviewed the structure, size and composition of the Board, selected and recommended qualified and suitable persons for the Group and assessed their independence and eligibility.

Corporate Governance Report

According to the Company's bye-laws, one-third of the directors for the time being (or, if their number is not a multiple of three, then the number nearest to but not less than one-third) shall retire from office by rotation at each annual general meeting of the Company provided that every director shall be subject to retirement at least once every three years. The retiring directors are eligible to offer themselves for reelection.

The Nomination Committee recommended that Mr. Ng Chi Ming and Mr. Lung Hung Cheuk who retire at the forthcoming annual general meeting are eligible to offer themselves for re-election.

AUDITOR'S REMUNERATION

BDO Limited is the auditor of the Company. The audit fee of the Group for the year ended 31 December 2010 was approximately HK\$470,000. The non-audit service fees for tax related services and other review services for the year ended 31 December 2010 was about HK\$187,000.

DIRECTORS' AND AUDITOR'S RESPONSIBILITIES

It is the responsibility of the Board to present the annual and interim reports which give a true and fair view. The Board has selected and applied generally accepted accounting policies in Hong Kong with fair, prudent and reasonable judgments and estimates to prepare the consolidated financial statements on a going concern basis. The Board was not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Group's ability to continue as a going concern. The Board is responsible to maintain proper accounting records which reflect the financial position of the Group with reasonable accuracy. BDO Limited, the independent auditor of the Group, is responsible to express an opinion on the financial statements based on their audit and reported solely to the shareholders of the Company.

INTERNAL CONTROL SYSTEM

The Board is responsible for establishing, maintaining and reviewing the system of internal control of the Group. In order to safeguard shareholders' interest and the Group's assets, the Audit Committee is authorised to review regularly the effectiveness and adequacy of control procedures for financial, operational and compliance and risk management functions. For the financial year ended 31 December 2010, the Audit Committee concluded satisfaction to the effectiveness of the Company's internal control system after review.

INVESTORS RELATIONS

The Company endeavored to promote the relationships and communication with its investors. The Company realises that the transparency and timely disclosure of corporate information is essential for enhancing investors' understanding of the Group's financial position and performance.

The Company's annual general meeting provides a channel of direct communication between the Board and the shareholders. An annual general meeting circular of proposed resolution is delivered to all the shareholders not less than 21 days prior to the meeting. Any comments and questions from shareholders are welcome by the Board in the Annual General Meeting.

All the financial information and other disclosures, including interim result, final result, announcement, circular and other notice of the Company are available on our Company's website at www.ioneholdings.com and the Stock Exchange's website at www.hkex.com.hk.

Independent Auditor's Report



Tel: +852 2541 5041
Fax: +852 2815 2239
www.bdo.com.hk

電話：+852 2541 5041
傳真：+852 2815 2239
www.bdo.com.hk

25th Floor Wing On Centre
111 Connaught Road Central
Hong Kong

香港干諾道中111號
永安中心25樓

TO THE SHAREHOLDERS OF iONE HOLDINGS LIMITED

(卓智控股有限公司)

(incorporated in Bermuda with limited liability)

We have audited the consolidated financial statements of iOne Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 27 to 59, which comprise the consolidated and company statements of financial position as at 31 December 2010, and the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. This report is made solely to you, as a body, in accordance with Section 90 of the Companies Act, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Independent Auditor's Report

OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31 December 2010 and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

BDO Limited

Certified Public Accountants

Lee Ka Leung, Daniel

Practising Certificate Number P01220

Hong Kong, 30 March 2011

Consolidated Statement of Comprehensive Income

For the year ended 31 December 2010

| | Notes | 2010 HK\$'000 | 2009 HK\$'000 |
|--|-------|--------------------|------------------|
| Turnover | 6 | 215,826 | 241,477 |
| Cost of services provided | | (93,983) | (116,598) |
| Gross profit | | 121,843 | 124,879 |
| Other income and gains | 8 | 734 | 403 |
| Selling and distribution expenses | | (19,131) | (21,502) |
| Administrative expenses | | (31,566) | (38,598) |
| Profit before income tax expense | 9 | 71,880 | 65,182 |
| Income tax expense | 12 | (12,073) | (10,980) |
| Profit and total comprehensive income for the year attributable to owners of the Company | | 59,807 | 54,202 |
| Earnings per share | | | |
| – Basic | 14 | HK0.65 cent | HK0.59 cent |

Consolidated Statement of Financial Position

As at 31 December 2010

| | Notes | 2010 HK\$'000 | 2009 HK\$'000 |
|--|-------|------------------|------------------|
| Non-current assets | | | |
| Property, plant and equipment | 15 | 5,046 | 6,818 |
| Available-for-sale investment | 17 | 9,896 | – |
| | | <u>14,942</u> | <u>6,818</u> |
| Current assets | | | |
| Work in progress | | 3,059 | 1,432 |
| Trade receivables | 18 | 64,843 | 71,278 |
| Other receivables, deposits and prepayments | | 6,339 | 6,106 |
| Amount due from a related company | 19 | 1,632 | 23 |
| Income tax recoverable | | 33 | 33 |
| Pledged bank deposit | 20 | – | 150 |
| Cash and bank balances | 21 | 175,971 | 129,391 |
| | | <u>251,877</u> | <u>208,413</u> |
| Current liabilities | | | |
| Trade payables | 22 | 20,344 | 21,362 |
| Other payables and accruals | | 23,498 | 21,094 |
| Deferred income | 24 | – | 604 |
| Income tax payable | | 6,696 | 5,380 |
| | | <u>50,538</u> | <u>48,440</u> |
| Net current assets | | <u>201,339</u> | <u>159,973</u> |
| Total assets less current liabilities | | <u>216,281</u> | <u>166,791</u> |
| Non-current liabilities | | | |
| Deferred tax liabilities | 25 | 305 | 502 |
| Net assets | | <u>215,976</u> | <u>166,289</u> |
| Capital and reserves | | | |
| Share capital | 26 | 2,300 | 2,300 |
| Reserves | | 213,676 | 163,989 |
| Total equity | | <u>215,976</u> | <u>166,289</u> |

On behalf of the Board

Lee Wing Yin
Chairman

Lau Wai Shu
Director

Statement of Financial Position

As at 31 December 2010

| | Notes | 2010 HK\$'000 | 2009 HK\$'000 |
|---|-------|------------------|------------------|
| Non-current assets | | | |
| Property, plant and equipment | 15 | 438 | 358 |
| Investments in subsidiaries | 16 | 69,902 | 69,902 |
| Available-for-sale investment | 17 | 9,896 | – |
| | | <u>80,236</u> | <u>70,260</u> |
| Current assets | | | |
| Other receivables, deposits and prepayments | | 961 | 1,715 |
| Amounts due from subsidiaries | 23 | 9 | 88,278 |
| Income tax recoverable | | 33 | 33 |
| Cash and bank balances | 21 | 136,510 | 74,362 |
| | | <u>137,513</u> | <u>164,388</u> |
| Current liabilities | | | |
| Other payables and accruals | | 740 | 502 |
| Amounts due to subsidiaries | 23 | 35,508 | 41,921 |
| Deferred income | 24 | – | 604 |
| | | <u>36,248</u> | <u>43,027</u> |
| Net current assets | | <u>101,265</u> | <u>121,361</u> |
| Net assets | | <u>181,501</u> | <u>191,621</u> |
| Capital and reserves | | | |
| Share capital | 26 | 2,300 | 2,300 |
| Reserves | 28 | 179,201 | 189,321 |
| Total equity | | <u>181,501</u> | <u>191,621</u> |

On behalf of the Board

Lee Wing Yin
Chairman

Lau Wai Shu
Director

Consolidated Statement of Changes in Equity

For the year ended 31 December 2010

| | Share capital HK\$'000 | Share premium HK\$'000 (note a) | Special reserve HK\$'000 (note b) | Retained profits HK\$'000 | Total HK\$'000 |
|---|----------------------------------|--|--|-------------------------------------|--------------------------|
| At 1 January 2009 | 2,300 | 39,914 | 4,451 | 65,422 | 112,087 |
| Total comprehensive income for the year | – | – | – | 54,202 | 54,202 |
| At 31 December 2009 and 1 January 2010 | 2,300 | 39,914 | 4,451 | 119,624 | 166,289 |
| Dividend approved in respect of previous year | – | – | – | (10,120) | (10,120) |
| Total comprehensive income for the year | – | – | – | 59,807 | 59,807 |
| At 31 December 2010 | 2,300 | 39,914 | 4,451 | 169,311 | 215,976 |

Notes:

- (a) Share premium represents amount subscribed for share capital in excess of nominal value.
- (b) Special reserve represents the difference between the aggregate amount of the share capital and share premium of the subsidiaries acquired and the nominal value of the shares issued by the Company for the acquisition pursuant to the group reorganisation (the "Reorganisation") which was to rationalise the structure of the Group in preparation for the public listing of the Company's shares on the Stock Exchange of Hong Kong Limited (the "Stock Exchange").

Consolidated Statement of Cash Flows

For the year ended 31 December 2010

| | 2010 HK\$'000 | 2009 HK\$'000 |
|--|------------------|------------------|
| Cash flows from operating activities | | |
| Profit before income tax expense | 71,880 | 65,182 |
| Adjustments for: | | |
| Interest income | (548) | (237) |
| Depreciation of property, plant and equipment | 2,229 | 2,082 |
| Loss on disposal of property, plant and equipment | 16 | 329 |
| Written-off of bad debt | – | 218 |
| Operating profit before working capital changes | 73,577 | 67,574 |
| (Increase)/decrease in work in progress | (1,627) | 1,358 |
| Decrease/(increase) in trade receivables | 6,435 | (36,727) |
| (Increase)/decrease in other receivables, deposits and prepayments | (233) | 397 |
| Increase in amount due from a related company | (1,609) | (23) |
| (Decrease)/increase in trade payables | (1,018) | 11,275 |
| Increase/(decrease) in other payables and accruals | 2,404 | (5,743) |
| Decrease in amount due to a related company | – | (1,263) |
| Decrease in deferred income | (604) | (1,070) |
| Cash generated from operations | 77,325 | 35,778 |
| Hong Kong Profits Tax paid | (10,954) | (2,259) |
| Net cash generated from operating activities | 66,371 | 33,519 |
| Cash flows from investing activities | | |
| Interest received | 548 | 237 |
| Purchase of property, plant and equipment | (507) | (1,984) |
| Proceeds from disposal of property, plant and equipment | 34 | 19 |
| Decrease in pledged bank deposit | 150 | – |
| Increase in fixed deposits with original maturities of over three months | (23,600) | – |
| Acquisition of available-for-sale investment | (9,896) | – |
| Net cash used in investing activities | (33,271) | (1,728) |
| Net cash used in financing activities | | |
| Dividends paid to owners of the Company | (10,120) | – |
| Net increase in cash and cash equivalents | 22,980 | 31,791 |
| Cash and cash equivalents at beginning of the year | 129,391 | 97,600 |
| Cash and cash equivalents at end of the year (note 21) | 152,371 | 129,391 |

Notes to the Financial Statements

31 December 2010

1. GENERAL

iOne Holdings Limited (the “Company”) is a limited liability company incorporated in Bermuda. Its shares are listed on the Stock Exchange. Its registered office is at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda and its principal place of business is at Units 1204-6, 12th Floor, Wheelock House, 20 Pedder Street, Central, Hong Kong. The Group, comprising the Company and its subsidiaries, is engaged in the provision of financial printing services in Hong Kong.

The Company’s parent and ultimate parent is Profit Allied Limited (incorporated in the British Virgin Islands (“BVI”).

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

(a) Adoption of new/revised HKFRSs – effective 1 January 2010

| | |
|-------------------------------|---|
| HKFRSs (Amendments) | Improvements to HKFRSs |
| Amendments to HKAS 39 | Eligible Hedged Items |
| Amendments to HKFRS 2 | Share-based Payment – Group Cash-settled Share-based Payment Transactions |
| HKAS 27 (Revised) | Consolidated and Separate Financial Statements |
| HKFRS 3 (Revised) | Business Combinations |
| HK(IFRIC) – Interpretation 17 | Distributions of Non-cash Assets to Owners |
| HK Interpretation 5 | Presentation of Financial Statements – Classification by Borrower of a Term Loan that Contains a Repayment on Demand Clause |

Except as explained below, the adoption of these new/revised standards and interpretations has no significant impact on the Group’s financial statements.

HKFRS 3 (Revised) – Business Combinations and HKAS 27(Revised) – Consolidated and Separate Financial Statements

The revised accounting policies are described in note 4 to the financial statements, which are effective prospectively for business combinations effected in financial periods beginning on or after 1 July 2009. Changes in HKFRS 3 include the valuation of non-controlling interest, the accounting for transaction costs, the initial recognition and subsequent measurement of a contingent consideration and business combinations achieved in stages. These changes impact the amount of goodwill and the results in the period that an acquisition occurs and future results. The adoption of revised HKFRS 3 has had no impact to the financial statements as there has been no business combination transaction during the year.

The revised HKAS 27 requires that a change in the ownership interest of a subsidiary (without loss of control) is accounted for as a transaction with owners in their capacity as owners, accordingly, such transactions are recognised within equity. When control is lost and any remaining interest in the entity is re-measured to fair value, and a gain or loss is recognised in profit or loss. The adoption of revised HKAS 27 has had no impact on the current year.

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

(b) New/revised HKFRSs that have been issued but are not yet effective

The following new/revised HKFRSs, potentially relevant to the Group’s financial statements, have been issued, but are not yet effective and have not been early adopted by the Group.

| | |
|-----------------------|---|
| HKFRSs (Amendments) | Improvements to HKFRSs 2010 ^{1&2} |
| HKAS 24 (Revised) | Related Party Disclosures ² |
| Amendments to HKFRS 7 | Disclosure – Transfers of Financial Assets ³ |
| HKFRS 9 | Financial Instruments ⁴ |

¹ Effective for annual periods beginning on or after 1 July 2010

² Effective for annual periods beginning on or after 1 January 2011

³ Effective for annual periods beginning on or after 1 July 2011

⁴ Effective for annual periods beginning on or after 1 January 2013

HKAS 24 (Revised) clarifies and simplifies the definition of related parties. It also provides for a partial exemption of related party disclosure to government-related entities for transactions with the same government or entities that are controlled, jointly controlled or significantly influenced by the same government.

The amendments to HKFRS 7 improve the derecognition disclosure requirements for transfer transactions of financial assets and allow users of financial statements to better understand the possible effects of any risks that may remain with the entity on transferred assets. The amendments also require additional disclosures if a disproportionate amount of transfer transactions are undertaken around the end of a reporting period.

Under HKFRS 9, financial assets are classified into financial assets measured at fair value or at amortised cost depending on the entity’s business model for managing the financial assets and the contractual cash flow characteristics of the financial assets. Fair value gains or losses will be recognised in profit or loss except for those non-trade equity investments, which the entity will have a choice to recognise the gains and losses in other comprehensive income. HKFRS 9 carries forward the recognition and measurement requirements for financial liabilities from HKAS 39, except for financial liabilities that are designated at fair value through profit or loss, where the amount of change in fair value attributable to change in credit risk of that liability is recognised in other comprehensive income unless that would create or enlarge an accounting mismatch. In addition, HKFRS 9 retains the requirements in HKAS 39 for derecognition of financial assets and financial liabilities.

The Group is in the process of making an assessment of the potential impact of these new/revised HKFRSs and the directors so far concluded that the application of these new/revised HKFRSs will have no material impact on the Group’s financial statements.

Notes to the Financial Statements

31 December 2010

3. BASIS OF PREPARATION

(a) Statement of compliance

The financial statements have been prepared in accordance with all applicable HKFRSs, Hong Kong Accounting Standards ("HKASs") and Interpretations (hereinafter collectively referred to as the "HKFRSs") and the disclosure requirements of the Hong Kong Companies Ordinance. In addition, the financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange.

(b) Basis of measurement

The financial statements have been prepared under the historical cost basis.

(c) Functional and presentation currency

The financial statements are presented in Hong Kong dollars ("HK\$") which is the same as the functional currency of the Company.

4. SIGNIFICANT ACCOUNTING POLICIES

(a) Business combination and basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries. Inter-company transactions and balances between group companies together with unrealised profits are eliminated in full in preparing the consolidated financial statements. Unrealised losses are also eliminated unless the transaction provides evidence of impairment on the asset transferred, in which case the loss is recognised in profit or loss.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated statement of comprehensive income from the effective dates of acquisition or up to the effective dates of disposal, as appropriate. Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by other members of the Group.

Business combination from 1 January 2010

Acquisition of subsidiaries or businesses is accounted for using the acquisition method. The cost of an acquisition is measured at the aggregate of the acquisition-date fair value of assets transferred, liabilities incurred and equity interests issued by the Group, as the acquirer. The identifiable assets acquired and liabilities assumed are principally measured at acquisition-date fair value. The Group's previously held equity interest in the acquiree is re-measured at acquisition-date fair value and the resulting gains or losses are recognised in profit or loss. The Group may elect, on a transaction-by-transaction basis, to measure the non-controlling interest either at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs incurred are expensed.

Any contingent consideration to be transferred by the acquirer is recognised at acquisition-date fair value. Subsequent adjustments to consideration are recognised against goodwill only to the extent that they arise from new information obtained within the measurement period (a maximum of 12 months from the acquisition date) about the fair value at the acquisition date. All other subsequent adjustments to contingent consideration classified as an asset or a liability are recognised in profit or loss.

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(a) Business combination and basis of consolidation (Continued)

Changes in the Group's interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions. The carrying amounts of the Group's interest and the non-controlling interest are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interest is adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

When the Group loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interest. Amounts previously recognised in other comprehensive income in relation to the subsidiary are accounted for in the same manner as would be required if the relevant assets or liabilities were disposed of.

Subsequent to acquisition, the carrying amount of non-controlling interest is the amount of those interests at initial recognition plus the non-controlling interest's share of subsequent changes in equity. Total comprehensive income is attributed to non-controlling interests even if this results in the non-controlling interest having a deficit balance.

Business combination prior to 1 January 2010

On acquisition, the assets and liabilities of the relevant subsidiaries are measured at their fair values at the date of acquisition. The interest of minority shareholders is stated at the minority's proportion of the fair values of the assets and liabilities recognised.

Transaction costs, other than those associated with the issue of debt or equity securities, that the Group incurred in connected with business combinations were capitalised as part of the cost of the acquisition.

Where losses applicable to the minority exceed the minority's interest in the equity of a subsidiary, the excess, and any further losses applicable to the minority, are charged against the group's interest except to the extent that the minority has a binding obligation to, and is able to, make additional investment to cover the losses. If the subsidiary subsequently reports profits, the group's interest is allocated all such profits until the minority's share of losses previously absorbed by the Group has been recovered.

The Group applies a policy of treating transactions with minority interests as transactions with owners of the Group. For purchases from minority interests, the difference between any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recognised in equity. For disposals to minority interests, differences between any proceeds received and the relevant share of minority interests are also recognised in equity.

(b) Subsidiaries

A subsidiary is an entity over which the Company is able to exercise control. Control is achieved where the Company, directly or indirectly, has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, potential voting rights that presently are exercisable are taken into account.

In the Company's statement of financial position, investments in subsidiaries are stated at cost less impairment loss, if any. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

Notes to the Financial Statements

31 December 2010

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(c) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and any accumulated impairment losses.

The cost of property, plant and equipment includes its purchase price and the costs directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are recognised as an expense in profit or loss during the financial period in which they are incurred.

Property, plant and equipment are depreciated so as to write off their cost net of expected residual value over their estimated useful lives on a straight-line basis. The useful lives, residual value and depreciation method are reviewed, and adjusted if appropriate, at the end of each reporting period. The useful lives are as follows:

| | |
|------------------------|--------------|
| Leasehold improvements | 2 to 5 years |
| Office equipment | 2 to 5 years |
| Furniture and fixtures | 2 to 5 years |

An asset is written down immediately to its recoverable amount if its carrying amount is higher than the asset's estimated recoverable amount.

The gain or loss on disposal of an item of property, plant and equipment is the difference between the net sale proceeds and its carrying amount, and is recognised in profit or loss on disposal.

(d) Leases

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to lessee. All other leases are classified as operating leases.

The Group as lessee

The total rentals payable under the operating leases are recognised in profit or loss on a straight-line basis over the lease term. Lease incentives received are recognised as an integrated part of the total rental expense over the term of the lease.

(e) Financial instruments

(i) Financial assets

The Group classifies its financial assets at initial recognition, depending on the purpose for which the asset was acquired. Financial assets are initially measured at fair value plus transaction costs that are directly attributable to the acquisition of the financial assets. Regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. A regular way purchase or sale is a purchase or sale of a financial asset under a contract whose terms require delivery of the asset within the time frame established generally by regulation or convention in the marketplace concerned.

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(e) Financial instruments (Continued)

(i) Financial assets (Continued)

Loans and receivables

These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise principally through the provision of goods and services to customers and also incorporate other types of contractual monetary asset. Subsequent to initial recognition, they are carried at amortised cost using the effective interest method less any identified impairment losses.

Available-for-sale investments

These assets are non-derivative financial assets that are designated as available-for-sale or are not included in other categories of financial assets. Subsequent to initial recognition, these assets are carried at fair value with changes in fair value recognised in other comprehensive income, except for impairment losses and foreign exchange gains and losses on monetary instruments, which are recognised in profit or loss.

For available-for-sale equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured and derivatives that are linked to and must be settled by delivery of such unquoted equity instruments, they are measured at cost less any identified impairment losses.

(ii) Impairment loss on financial assets

The Group assesses, at the end of each reporting period, whether there is any objective evidence that financial asset is impaired. Financial asset is impaired if there is objective evidence of impairment as a result of one or more events that have occurred after the initial recognition of the asset and that event has an impact on the estimated future cash flows of the financial asset that can be reliably estimated. Evidence of impairment may include:

- significant financial difficulty of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- granting concession to a debtor because of debtor's financial difficulty;
- it becoming probable that the debtor will enter bankruptcy or other financial reorganisation.

For loans and receivables

An impairment loss is recognised in profit or loss and directly reduces the carrying amount of financial asset when there is objective evidence that the asset is impaired, and is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate.

Impairment losses are reversed in subsequent periods when an increase in the asset's recoverable amount can be related objectively to an event occurring after the impairment was recognised, subject to a restriction that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

Notes to the Financial Statements

31 December 2010

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(e) Financial instruments (Continued)

(ii) Impairment loss on financial assets (Continued)

For available-for-sale investments

Where a decline in the fair value constitutes objective evidence of impairment, the amount of the loss is removed from equity and recognised in profit or loss.

Any impairment losses on available-for-sale debt investments are subsequently reversed in profit or loss if an increase in the fair value of the investment can be objectively related to an event occurring after the recognition of the impairment loss.

For available-for-sale equity investment, any increase in fair value subsequent to an impairment loss is recognised in other comprehensive income.

For available-for-sale equity investment that is carried at cost, the amount of impairment loss is measured as the difference between the carrying amount of the asset and the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment loss is not reversed.

(iii) Financial liabilities at amortised cost

Financial liabilities at amortised cost, including trade payables, other payables and accruals, and other monetary liabilities, are initially recognised at fair value, net of directly attributable transaction costs incurred and are subsequently measured at amortised cost, using the effective interest method. The related interest expense is recognised in profit or loss.

Gains or losses are recognised in profit or loss when the liabilities are derecognised as well as through the amortisation process.

(iv) Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income or interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts or payments through the expected life of the financial asset or liability, or where appropriate, a shorter period.

(v) Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

(vi) Derecognition

The Group derecognises a financial asset when the contractual rights to the future cash flows in relation to the financial asset expire or when the financial asset has been transferred and the transfer meets the criteria for derecognition in accordance with HKAS 39.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires.

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(f) Work in progress

Work in progress represents costs incurred on uncompleted financial printing projects that comprise costs of direct materials, subcontractors and labour directly engaged in providing the services and attributable overheads. Work in progress is stated at lower of cost and net realisable value.

(g) Revenue recognition

Revenue from provision of financial printing services is recognised when the services are provided and the transactions can be measured reliably, and it is probable that the economic benefits associated with the transaction will flow to the Group.

Interest income is recognised on a time basis on the principal outstanding at the applicable interest rate.

(h) Income taxes

Income taxes for the year comprise current tax and deferred tax.

Current tax is based on the profit or loss from ordinary activities adjusted for items that are non-assessable or disallowable for income tax purposes and is calculated using tax rates that have been enacted or substantively enacted at the end of reporting period.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for tax purposes. Except for recognised assets and liabilities that affect neither accounting nor taxable profits, deferred tax liabilities are recognised for all temporary differences. Deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Deferred tax is measured at the tax rates expected to apply in the period when the liability is settled or the asset is realised based on tax rates that have been enacted or substantively enacted at the end of reporting period.

Income taxes are recognised in profit or loss except when they relate to items recognised in other comprehensive income in which case the taxes are also recognised in other comprehensive income.

(i) Foreign currency

Transactions entered into by group entities in currencies other than the currency of the primary economic environment in which it operates (the "functional currency") are recorded at the rates ruling when the transactions occur. Foreign currency monetary assets and liabilities are translated at the rates ruling at the end of reporting period. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are recognised in profit or loss in the period in which they arise.

(j) Employee benefits

Defined contribution retirement plan

Contributions to defined contribution retirement plans are recognised as an expense in profit or loss when the services are rendered by the employees.

Notes to the Financial Statements

31 December 2010

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(k) Impairment of non-financial assets

At the end of each reporting period, the Group reviews the carrying amounts of its property, plant and equipment and investments in subsidiaries to determine whether there is any indication that those assets have suffered an impairment loss or an impairment loss previously recognised no longer exists or may have decreased.

If the recoverable amount (i.e. the greater of the fair value less costs to sell and value in use) of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised as income immediately.

(l) Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a legal or constructive obligation arising as a result of a past event, which will probably result in an outflow of economic benefits that can be reasonably estimated.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, the existence of which will only be confirmed by the occurrence or non-occurrence of one or more future events, are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

5. KEY SOURCE OF ESTIMATION UNCERTAINTY AND JUDGMENT

In addition to information disclosed elsewhere in these financial statements, other key source of estimation uncertainty that has a significant risk of resulting a material adjustment to the carrying amounts of assets and liabilities within next financial year is as follows:

Impairment of trade receivables

In determining whether there is objective evidence of impairment loss, the Group takes into consideration the credit history of the customers and the current market conditions. The amount of the impairment loss is measured as the difference between the carrying amount of the trade receivables and the present value of estimated future cash flows discounted at the original effective interest rate of the trade receivables. Management reassesses the adequacy of impairment on a regular basis. Where the actual cash flows are less than expected, a material impairment loss may arise.

6. TURNOVER

An analysis of the Group's turnover and revenue for the year is as follows:

| | 2010 HK\$'000 | 2009 HK\$'000 |
|------------------------------|--------------------------------|------------------|
| Financial printing services: | | |
| – Printing and translation | 190,815 | 212,352 |
| – Advertising | 25,011 | 29,125 |
| | 215,826 | 241,477 |

7. SEGMENT INFORMATION

The chief operating decision-maker of the Group has been identified as the executive directors of the Company. The executive directors regularly review revenue and operating result derived from provision of financial printing services on an aggregate basis and consider them as one single operating segment.

No geographical information is presented as the Group's operations are located in Hong Kong.

None of the Group's customers had individually accounted for over 10% of the Group's revenue for the years ended 31 December 2009 and 2010.

8. OTHER INCOME AND GAINS

| | 2010 HK\$'000 | 2009 HK\$'000 |
|----------------------|--------------------------------|------------------|
| Bank interest income | 548 | 237 |
| Exchange gains, net | 153 | – |
| Others | 33 | 166 |
| | 734 | 403 |

Notes to the Financial Statements

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9. PROFIT BEFORE INCOME TAX EXPENSE

Profit before income tax expense has been arrived at after charging/(crediting):

| | 2010 HK\$'000 | 2009 HK\$'000 |
|--|------------------|------------------|
| Depreciation of property, plant and equipment (note 15) | 2,229 | 2,082 |
| Auditor's remuneration | 470 | 425 |
| Loss on disposal of property, plant and equipment | 16 | 329 |
| Operating lease rentals for rented office premises and equipment | 12,407 | 14,360 |
| Staff costs (note 10) | 53,838 | 65,421 |
| (Recovery of)/written-off of bad debt | (218) | 218 |

10. STAFF COSTS

| | 2010 HK\$'000 | 2009 HK\$'000 |
|---|------------------|------------------|
| Staff costs (including directors) comprise: | | |
| Salaries, commissions, bonuses and other allowances | 52,693 | 63,808 |
| Retirement benefits scheme contributions | 1,145 | 1,613 |
| | 53,838 | 65,421 |

11. DIRECTORS' AND SENIOR EXECUTIVES' EMOLUMENTS

(a) Directors' emoluments

The aggregate amounts of the emoluments paid and payable to the directors of the Company by the Group during the year are as follows:

| | 2010 HK\$'000 | 2009 HK\$'000 |
|--|------------------|------------------|
| Fees | 150 | 514 |
| Salaries, commissions and other allowances | 1,014 | 2,865 |
| Bonuses (note) | 275 | 2,411 |
| Retirement benefits scheme contributions | 17 | 26 |
| | 1,456 | 5,816 |

11. DIRECTORS' AND SENIOR EXECUTIVES' EMOLUMENTS (Continued)

(a) Directors' emoluments (Continued)

The emoluments of each of the directors during the years ended 31 December 2010 and 2009 are as follows:

| | Fees HK\$'000 | Salaries, commissions and other allowances HK\$'000 | Bonuses HK\$'000 | Retirement benefits scheme contributions HK\$'000 | Total HK\$'000 |
|--|------------------|---|---------------------|---|-------------------|
| Year ended 31 December 2010 | | | | | |
| <i>Executive directors</i> | | | | | |
| Lau Wai Shu | – | 706 | 178 | 12 | 896 |
| Lee Wing Yin | – | 60 | 15 | 3 | 78 |
| Chiu Hok Yu (resigned on 1 March 2010) | – | 248 | 82 | 2 | 332 |
| <i>Independent non-executive directors</i> | | | | | |
| Lung Hung Cheuk | 50 | – | – | – | 50 |
| Ng Chi Ming | 50 | – | – | – | 50 |
| Yip Tai Him | 50 | – | – | – | 50 |
| | 150 | 1,014 | 275 | 17 | 1,456 |

Notes to the Financial Statements

31 December 2010

11. DIRECTORS' AND SENIOR EXECUTIVES' EMOLUMENTS (Continued)

(a) Directors' emoluments (Continued)

| | Fees HK\$'000 | Salaries, commissions and other allowances HK\$'000 | Bonuses HK\$'000 | Retirement benefits scheme contributions HK\$'000 | Total HK\$'000 |
|---|------------------|---|---------------------|---|-------------------|
| Year ended 31 December 2009 | | | | | |
| <i>Executive directors</i> | | | | | |
| Lau Wai Shu (appointed on 18 September 2009) | – | 197 | 63 | 4 | 264 |
| Lee Wing Yin (appointed on 18 September 2009) | – | 17 | – | 1 | 18 |
| Chiu Hok Yu (resigned on 1 March 2010) | – | 1,440 | 2,348 | 12 | 3,800 |
| Ng Wing Mee, Denise (resigned on 18 September 2009) | – | 1,211 | – | 9 | 1,220 |
| <i>Independent non-executive directors</i> | | | | | |
| Lung Hung Cheuk (appointed on 18 September 2009) | 16 | – | – | – | 16 |
| Ng Chi Ming (appointed on 18 September 2009) | 16 | – | – | – | 16 |
| Yip Tai Him (appointed on 8 April 2009) | 38 | – | – | – | 38 |
| Leung Pak Keung (resigned on 31 May 2009) | 100 | – | – | – | 100 |
| Tsang Wing Yee (resigned on 18 September 2009) | 172 | – | – | – | 172 |
| Tse Chi Ming (resigned on 18 September 2009) | 172 | – | – | – | 172 |
| | <u>514</u> | <u>2,865</u> | <u>2,411</u> | <u>26</u> | <u>5,816</u> |

Note: The bonuses are determined by reference to the financial performance of the Group and the performance of the individual director for each year.

11. DIRECTORS' AND SENIOR EXECUTIVES' EMOLUMENTS (Continued)

(b) Five highest-paid employees

Of the five employees with the highest emoluments in the Group, one (2009: one) was director of the Company whose emoluments are included in note 11(a) above. The emoluments of the remaining four (2009: four) employees were as follows:

| | 2010 HK\$'000 | 2009 HK\$'000 |
|--|--------------------------------|------------------|
| Salaries, commissions and other allowances | 11,980 | 12,472 |
| Bonuses (note) | 6,273 | 4,665 |
| Retirement benefits scheme contributions | 48 | 48 |
| | 18,301 | 17,185 |

Note: The bonuses are determined by reference to the financial performance of the Group and the performance of the individual employee for each year.

Their emoluments were within the following bands:

| | 2010 No. of employees | 2009 No. of employees |
|-------------------------|--|-----------------------------|
| HK\$ | | |
| 1,500,001 – 2,000,000 | 3 | 1 |
| 2,000,001 – 2,500,000 | – | 1 |
| 4,500,001 – 5,000,000 | – | 1 |
| 8,000,001 – 8,500,000 | – | 1 |
| 12,500,001 – 13,000,000 | 1 | – |

No emoluments have been paid by the Group to any of the directors or the five highest paid employees as an inducement to join or upon joining the Group or as a compensation for loss of office. The director, Ng Wing Mee, Denise, waived her bonuses for the year ended 31 December 2009 amounting to HK\$1,975,000.

Notes to the Financial Statements

31 December 2010

12. INCOME TAX EXPENSE

The amount of income tax expense in the consolidated statement of comprehensive income represents:

| | 2010 HK\$'000 | 2009 HK\$'000 |
|--|--------------------------------|------------------|
| Current tax – Hong Kong Profits Tax | | |
| – provision for the year | 12,306 | 11,144 |
| – (over)/under-provision in respect of prior years | (36) | 35 |
| | 12,270 | 11,179 |
| Deferred tax (note 25) | (197) | (199) |
| Income tax expense | 12,073 | 10,980 |

Hong Kong Profits Tax is calculated at 16.5% (2009: 16.5%) of the estimated assessable profit for the year.

The income tax expense for the year can be reconciled to the profit before income tax expense per the consolidated statement of comprehensive income as follows:

| | 2010 HK\$'000 | 2009 HK\$'000 |
|---|--------------------------------|------------------|
| Profit before income tax expense | 71,880 | 65,182 |
| Tax calculated at the Hong Kong Profits Tax rate of 16.5% (2009: 16.5%) | 11,860 | 10,755 |
| Tax effect of income not subject to tax | (126) | (29) |
| Tax effect of expenses not deductible for tax purpose | 207 | 187 |
| (Over)/under-provision in respect of prior years | (36) | 35 |
| Tax effect of tax losses not recognised | 100 | – |
| Others | 68 | 32 |
| Income tax expense | 12,073 | 10,980 |

13. PROFIT ATTRIBUTABLE TO OWNERS OF THE COMPANY

Profit attributable to owners of the Company includes a loss of HK\$5,338,000 (2009: loss of HK\$8,148,000) which has been dealt with in the financial statements of the Company.

Reconciliation of the above amount to the Company's profit for the year:

| | 2010 | 2009 |
|--|-----------------|----------|
| | HK\$'000 | HK\$'000 |
| Loss which has been dealt with in the Company's financial statements | (5,338) | (8,148) |
| Dividend from a subsidiary | – | 80,000 |
| Management fee from subsidiaries | 5,123 | 8,307 |
| Financial printing and advertising charges to subsidiaries | (122) | (225) |
| Service fee and software rental charges from subsidiaries | 337 | – |
| | <hr/> | <hr/> |
| The Company's profit for the year (note 28) | – | 79,934 |
| | <hr/> | <hr/> |

14. EARNINGS PER SHARE

The calculation of basic earnings per share is based on the profit for the year attributable to owners of the Company of HK\$59,807,000 (2009: HK\$54,202,000) and 9,200,000,000 (2009: 9,200,000,000 (as adjusted to reflect the share subdivision disclosed in note 26(a))) shares in issue during the year.

Diluted earnings per share is not presented as there are no potential dilutive ordinary shares outstanding during the years ended 31 December 2009 and 2010.

Notes to the Financial Statements

31 December 2010

15. PROPERTY, PLANT AND EQUIPMENT

Group

| | Leasehold improvements HK\$'000 | Office equipment HK\$'000 | Furniture and fixtures HK\$'000 | Total HK\$'000 |
|--|---|---|---|--------------------------|
| Cost | | | | |
| At 1 January 2009 | 4,879 | 6,477 | 1,918 | 13,274 |
| Additions | 1,511 | 323 | 150 | 1,984 |
| Disposals | (792) | (253) | (527) | (1,572) |
| At 31 December 2009 and 1 January 2010 | 5,598 | 6,547 | 1,541 | 13,686 |
| Additions | 105 | 391 | 11 | 507 |
| Disposals | – | (326) | – | (326) |
| At 31 December 2010 | 5,703 | 6,612 | 1,552 | 13,867 |
| Accumulated depreciation | | | | |
| At 1 January 2009 | 2,499 | 2,421 | 1,090 | 6,010 |
| Provided for the year (note 9) | 728 | 1,104 | 250 | 2,082 |
| Eliminated on disposals | (667) | (199) | (358) | (1,224) |
| At 31 December 2009 and 1 January 2010 | 2,560 | 3,326 | 982 | 6,868 |
| Provided for the year (note 9) | 934 | 1,077 | 218 | 2,229 |
| Eliminated on disposals | – | (276) | – | (276) |
| At 31 December 2010 | 3,494 | 4,127 | 1,200 | 8,821 |
| Net book value | | | | |
| At 31 December 2010 | 2,209 | 2,485 | 352 | 5,046 |
| At 31 December 2009 | 3,038 | 3,221 | 559 | 6,818 |

15. PROPERTY, PLANT AND EQUIPMENT (Continued)

Company

| | Leasehold improvements HK\$'000 | Office equipment HK\$'000 | Furniture and fixtures HK\$'000 | Total HK\$'000 |
|--|---------------------------------------|---------------------------------|---------------------------------------|-------------------|
| Cost | | | | |
| At 1 January 2009 | 267 | 51 | 98 | 416 |
| Additions | – | 19 | 10 | 29 |
| At 31 December 2009 and 1 January 2010 | 267 | 70 | 108 | 445 |
| Additions | – | 190 | – | 190 |
| At 31 December 2010 | 267 | 260 | 108 | 635 |
| Accumulated depreciation | | | | |
| At 1 January 2009 | 1 | – | – | 1 |
| Provided for the year | 53 | 12 | 21 | 86 |
| At 31 December 2009 and 1 January 2010 | 54 | 12 | 21 | 87 |
| Provided for the year | 53 | 35 | 22 | 110 |
| At 31 December 2010 | 107 | 47 | 43 | 197 |
| Net book value | | | | |
| At 31 December 2010 | 160 | 213 | 65 | 438 |
| At 31 December 2009 | 213 | 58 | 87 | 358 |

16. INVESTMENTS IN SUBSIDIARIES

| | 2010 HK\$'000 | 2009 HK\$'000 |
|--------------------------|------------------|------------------|
| Unlisted shares, at cost | 69,902 | 69,902 |

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16. INVESTMENTS IN SUBSIDIARIES (Continued)

Details of the subsidiaries at the end of reporting period are as follows:

| Name | Place of incorporation/operation | Issued and fully paid share capital | Attributable equity interest held by the Company | | Principal activities |
|--|----------------------------------|--|--|------------|--|
| | | | Directly | Indirectly | |
| Miracle View Group Ltd | BVI/Hong Kong | 100 no par value registered shares | 100% | – | Investment holding |
| Rising Win Ltd | BVI/Hong Kong | 1 no par value registered share | – | 100% | Investment holding |
| Rich Partners Holdings Limited | BVI/Hong Kong | 100 ordinary shares of US\$1 each | – | 100% | Investment holding |
| iOne Financial Press Limited | Hong Kong | 10,000,000 ordinary shares of HK\$1 each | – | 100% | Provision of financial printing services |
| iOne (Regional) Financial Press Limited | Hong Kong | 1 ordinary share of HK\$1 | – | 100% | Provision of financial printing services |
| RFP Holdings Limited | Hong Kong | 1 ordinary share of HK\$1 | – | 100% | Business not yet commenced |
| RFP Financial Press Limited | Hong Kong | 1 ordinary share of HK\$1 | – | 100% | Business not yet commenced |
| Richroad Group Limited | BVI/Hong Kong | 1 no par value registered share | – | 100% | Investment holding |
| iOne Translation Company Limited | Hong Kong | 1 ordinary share of HK\$1 | – | 100% | Provision of translation services |
| Rosy Season Limited | BVI/Hong Kong | 1 ordinary share of US\$1 | – | 100% | Investment holding |
| iOne (International) Financial Press Limited | Hong Kong | 1 ordinary share of HK\$1 | – | 100% | Business not yet commenced |

None of the subsidiaries of the Company had issued any debt securities at 31 December 2010.

17. AVAILABLE-FOR-SALE INVESTMENT

| | Group | | Company | |
|-------------------------------------|------------------|------------------|------------------|------------------|
| | 2010 HK\$'000 | 2009 HK\$'000 | 2010 HK\$'000 | 2009 HK\$'000 |
| Unlisted equity investment, at cost | 9,896 | – | 9,896 | – |

The unlisted equity investment are measured at cost less impairment at the end of reporting period because it does not have quoted market price in an active market and the directors are of the opinion that its fair value cannot be measured reliably.

18. TRADE RECEIVABLES

The Group generally allows a credit period of 30 days to its customers. The ageing analysis of trade receivables based on the invoice date at the end of reporting period is as follows:

| | Group | |
|----------------|------------------|------------------|
| | 2010 HK\$'000 | 2009 HK\$'000 |
| 0 – 90 days | 49,232 | 65,025 |
| 91 – 180 days | 9,592 | 4,918 |
| 181 – 270 days | 4,177 | 1,021 |
| 271 – 365 days | 1,657 | 298 |
| Over 365 days | 185 | 16 |
| | 64,843 | 71,278 |

The ageing analysis of trade receivables which are past due but not impaired is as follows:

| | Group | |
|-------------------------|------------------|------------------|
| | 2010 HK\$'000 | 2009 HK\$'000 |
| 1 – 90 days past due | 27,681 | 33,690 |
| 91 – 180 days past due | 4,387 | 3,209 |
| 181 – 270 days past due | 4,679 | 736 |
| 271 – 365 days past due | 443 | 210 |
| Over 365 days past due | 134 | 3 |
| | 37,324 | 37,848 |

For receivables which are past due but not impaired, management considers there has not been a significant change in credit quality of these balances and the amounts are still fully recoverable. For the remaining trade receivables that are neither past due nor impaired, management believes that the amounts are recoverable with reference to their historical payment records and business relationship. The Group does not hold any collateral over these balances.

Notes to the Financial Statements

31 December 2010

19. AMOUNT DUE FROM A RELATED COMPANY

A controlling shareholder of the Company is also director and controlling shareholder of the related company.

The balance is of trade nature, unsecured, interest-free and repayable on demand.

20. PLEDGED BANK DEPOSIT

Pledged bank deposit represented deposit pledged to a bank to secure general banking facilities granted to the Group. The pledged bank deposit carried interest at prevailing bank saving deposit rate.

21. CASH AND BANK BALANCES

| | Group | | Company | |
|---|------------------|------------------|------------------|------------------|
| | 2010 HK\$'000 | 2009 HK\$'000 | 2010 HK\$'000 | 2009 HK\$'000 |
| Cash at bank and on hand | 52,371 | 129,391 | 12,910 | 74,362 |
| Fixed deposits with original maturities of three months or less | 100,000 | – | 100,000 | – |
| Fixed deposits with original maturities of over three months | 23,600 | – | 23,600 | – |
| Cash and bank balances in the statements of financial position | 175,971 | 129,391 | 136,510 | 74,362 |
| Less: Fixed deposits with original maturities of over three months | (23,600) | – | | |
| Cash and cash equivalents in the consolidated statement of cash flows | 152,371 | 129,391 | | |

At 31 December 2010, the fixed deposits with original maturities of three months or less carried fixed interest on prevailing market rates of 1% per annum.

At 31 December 2010, the fixed deposits with original maturities of over three months carried fixed interest on prevailing market rates of 1.5% per annum.

22. TRADE PAYABLES

The Group normally receives credit terms of 30 days to 60 days from its suppliers. The ageing analysis of trade payables based on invoice date at the end of reporting period is as follows:

| | Group | |
|----------------|---------------|---------------|
| | 2010 | 2009 |
| | HK\$'000 | HK\$'000 |
| 0 – 90 days | 14,216 | 18,639 |
| 91 – 180 days | 4,471 | 2,504 |
| 181 – 365 days | 1,645 | 80 |
| Over 365 days | 12 | 139 |
| | 20,344 | 21,362 |

23. AMOUNTS DUE FROM/TO SUBSIDIARIES

The balances are unsecured, interest-free and repayable on demand.

24. DEFERRED INCOME

Deferred income represented the aggregate benefit of incentives, including cash allowance and rent-free period, for the agreement of operating leases provided by the lessors to the Group. It is recognised as a reduction of rental expense in the statement of comprehensive income over the lease terms on a straight-line basis.

25. DEFERRED TAX

Deferred tax recognised in the statement of financial position and movements during the year are as follows:

| | Accelerated tax depreciation | Group | |
|---|------------------------------|------------|------------|
| | HK\$'000 | Tax losses | Total |
| | HK\$'000 | HK\$'000 | HK\$'000 |
| At 1 January 2009 | 759 | (58) | 701 |
| (Credit)/charge to profit or loss (note 12) | (257) | 58 | (199) |
| At 31 December 2009 and 1 January 2010 | 502 | – | 502 |
| Credit to profit or loss (note 12) | (197) | – | (197) |
| At 31 December 2010 | 305 | – | 305 |

No deferred tax asset has been recognised in respect of the unused tax losses of HK\$607,000 (2009: Nil) because of the unpredictability of future profit streams. The tax losses can be carried forward indefinitely.

Notes to the Financial Statements

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26. SHARE CAPITAL

(a) Authorised and issued share capital

| | 2010 HK\$'000 | 2009 HK\$'000 |
|--|------------------|------------------|
| Authorised: | | |
| 12,000,000,000 (2009: 300,000,000) ordinary shares of HK\$0.00025 each (2009: HK\$0.01 each) | <u>3,000</u> | <u>3,000</u> |
| Issued and fully paid: | | |
| 9,200,000,000 (2009: 230,000,000) ordinary shares of HK\$0.00025 each (2009: HK\$0.01 each) | <u>2,300</u> | <u>2,300</u> |

Note: Pursuant to an ordinary resolution passed at general meeting of the Company on 11 January 2010, each issued share of the Company of HK\$0.01 was subdivided into 40 shares of HK\$0.00025 each, resulting in the number of shares of the Company in issue of 9,200,000,000 on 12 January 2010.

All the shares which were issued by the Company during the year rank pari passu with each other in all respects.

(b) Capital risk management

The Group manages its capital to ensure that the Group entities will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance.

The capital structure of the Group consists of capital and reserves of the Group. At 31 December 2010, no external debts were raised by the Group.

The directors of the Company review the capital structure regularly. As a part of this review, the directors consider the cost of capital and the risks associated with each class of capital, payment of dividends, new share issues as well as raising of bank borrowings.

27. SHARE OPTION SCHEME

Pursuant to the written resolutions passed by the shareholders of the Company on 25 June 2008, the Company adopted a share option scheme (the "Share Option Scheme"). The purpose of the Share Option Scheme is to enable the Group to grant options to selected participants as incentives or rewards for their contribution to the Group. Under the Share Option Scheme, the directors of the Company may, at their absolute discretion, offer eligible participants, being, employees or executives or officers of the Company or any of its subsidiaries (including executive and non-executive directors of the Company or any of its subsidiaries) and suppliers, consultants and advisers who will provide or have provided services to the Group, options to subscribe for shares in the Company representing up to maximum 10% of the shares in issue as at the date of commencement of listing of shares of the Company on the Stock Exchange and subject to renewal with shareholders' approval. The number of shares in respect of which options may be granted to any individual in aggregate within any 12-month period is not permitted to exceed 1% of the Company's issued share capital, without prior approval from the Company's shareholders. Options granted to substantial shareholders or independent non-executive directors in any one year exceeding the higher of 0.1% of the Company's shares in issue and with a value in excess of HK\$5,000,000 must be approved by the Company's shareholders.

Options may be exercised at any time from the date of acceptance of the share option to such date as determined by the board of directors but in any event not exceeding 10 years. The exercise price is determined by the directors of the Company and will be not less than the highest of the closing price of the Company's shares on the date of grant, the average closing prices of the Company's shares for the five business days immediately preceding the date of grant and the nominal value of the Company's shares.

No option has been granted by the Company under the Share Option Scheme since its adoption and up to 31 December 2010.

28. RESERVES

Company

| | Share premium HK\$'000 | Contributed surplus HK\$'000 | Retained profits HK\$'000 | Total HK\$'000 |
|---|------------------------------|------------------------------------|---------------------------------|-------------------|
| At 1 January 2009 | 39,756 | 69,602 | 29 | 109,387 |
| Profit and total comprehensive income for the period (note 13) | – | – | 79,934 | 79,934 |
| At 31 December 2009 and 1 January 2010 | 39,756 | 69,602 | 79,963 | 189,321 |
| Dividend approved in respect of previous year | – | – | (10,120) | (10,120) |
| Profit and total comprehensive income for the year (note 13) | – | – | – | – |
| At 31 December 2010 | 39,756 | 69,602 | 69,843 | 179,201 |

The contributed surplus of the Company represents the difference between the consolidated net assets of the subsidiaries at the date on which they were acquired by the Company and the nominal amount of the Company's shares issued for the acquisition at the time of the Reorganisation.

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29. DIVIDEND

| | Company | |
|--|---------------|----------|
| | 2010 | 2009 |
| | HK\$'000 | HK\$'000 |
| Final, proposed – HK\$0.0011 (2009: HK\$0.0011 (note)) per share | 10,120 | 10,120 |

Note: The dividend per share amount in 2009 was based on the enlarged share capital as a result of the subdivision of the Company's shares during the year (note 26 (a)).

At a meeting held on 30 March 2011, the directors of the Company recommended a final dividend of HK\$0.0011 per share.

The proposed dividend is not reflected as a dividend payable in these financial statements, but will be reflected as an appropriation of retained profits for the year ending 31 December 2011.

30. OPERATING LEASES

As lessee

The Group leases a number of office premises and office equipment under operating leases. The leases generally run for an initial period of two to six years. None of the leases includes contingent rentals.

At the end of reporting period, the Group and the Company were committed to make the following future minimum lease payments in respect of rented office premises and equipment under non-cancellable operating leases, which fall due as follows:

| | Group | | Company | |
|---|---------------|----------|----------|----------|
| | 2010 | 2009 | 2010 | 2009 |
| | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| Not later than one year | 12,172 | 12,292 | – | 5,172 |
| Later than one year and not later than five years | 22,167 | 1,515 | – | – |
| | 34,339 | 13,807 | – | 5,172 |

31. RELATED PARTY TRANSACTIONS

In addition to the transactions and balances detailed elsewhere in these financial statements, the Group had the following transactions with related parties during the year:

| | 2010 HK\$'000 | 2009 HK\$'000 |
|--|--------------------------------|------------------|
| Printing charges to a related company (note a) | – | 6,848 |
| Rental expenses to a related company (note b) | 1,273 | 250 |
| Rent and rates and building management fee prepaid to a related company (note b) | – | 114 |
| Rental deposit to a related company (note b) | 457 | 343 |
| Printing income from a related company (note b) | 544 | 212 |

Notes:

- (a) The spouse of a director has beneficial interests in the related company. The director resigned as director of the Company during the year ended 31 December 2009, and therefore, the amount disclosed for 2009 represented printing charges to the related company for the period from 1 January 2009 to the date of resignation of the director.
- (b) A controlling shareholder of the Company is also director and controlling shareholder of the related company.

Compensation of key management personnel

The remuneration of directors and other members of key management during the year are as follows:

| | 2010 HK\$'000 | 2009 HK\$'000 |
|--------------------------|--------------------------------|------------------|
| Short-term benefits | 14,228 | 19,396 |
| Post-employment benefits | 29 | 62 |
| | 14,257 | 19,458 |

The remuneration of directors and key management is determined having regard to the performance of individuals and market trends.

Notes to the Financial Statements

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32. FINANCIAL RISK MANAGEMENT

The main risks arising from the Group's financial instruments in the normal course of the Group's business are credit risk, liquidity risk, interest rate risk and currency risk.

These risks are limited by the Group's financial management policies and practices described below.

(a) Credit risk

The Group has no significant concentrations of credit risk with exposure spreading over a large number of counterparties and customers. The carrying amounts of bank balances, pledged bank deposit, trade and other receivables, and amount due from a related company represent the Group's maximum exposure to credit risk in relation to financial assets. In order to minimise the credit risk, management monitors the level of exposure to ensure that follow-up actions are taken to recover overdue debts. In addition, management reviews the recoverability of each trade debt at the end of each reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, management considers the Group does not expose to significant credit risk.

The credit risk on bank deposits is limited because the counterparties have high credit ratings. Management does not expect any counterparty to fail to meet its obligations.

(b) Liquidity risk

The Group's policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient cash and cash equivalents to meet its liquidity requirements in the short and longer term. The Group's financial liabilities, including trade payables, other payables and accruals and amount due to a related company, mature in less than one year and most of them are repayable on demand.

(c) Interest rate risk

Excess cash of the Group is placed in bank deposits which are subject to changes in market interest rate. The Group has no significant interest-bearing liabilities and the Group's income and operating cash flows are substantially independent of changes in market interest rate.

(d) Currency risk

The Group carries out certain of its transactions in United States dollars ("US\$") and certain of its bank balances are denominated in Renminbi ("RMB") and US\$, which expose the Group to foreign currency risk. Management monitors foreign exchange exposure and will consider hedging significant foreign exchange exposure should the need arise.

32. FINANCIAL RISK MANAGEMENT (Continued)

(d) Currency risk (Continued)

The carrying amounts of the Group's monetary assets that are denominated in foreign currencies at the end of reporting period are as follows:

Assets

| | 2010 HK\$'000 | 2009 HK\$'000 |
|------|------------------|------------------|
| US\$ | 394 | 1,723 |
| RMB | 23,630 | 9 |

Sensitivity analysis

The following table indicates the approximate change in the Group's profit for the year in response to reasonably possible changes in the foreign exchange rates to which the Group has significant exposure at the end of reporting period. A positive number below indicates an increase in profit or decrease in loss.

| | Effect on profit for the year | |
|------------------------------|----------------------------------|------------------|
| | 2010 HK\$'000 | 2009 HK\$'000 |
| RMB to HK\$: | | |
| Appreciates by 4% (2009: 4%) | 945 | – |
| Depreciates by 4% (2009: 4%) | (945) | – |

The sensitivity analysis has been determined assuming that the change in foreign exchange rate had occurred at the end of reporting period and that all other variables, in particular interest rates, remain constant.

The stated changes represent management's assessment of reasonably possible changes in foreign exchange rates over the period until the next annual reporting date. In this respect, as HK\$ is pegged to US\$, management does not expect any significant movements in the US\$/HK\$ exchange rate. The analysis is performed on the same basis for 2009.

(e) Fair value of financial instruments

The directors consider that the carrying amounts of financial assets, other than the available-for-sale investment, and financial liabilities recorded at amortised cost in the financial statements approximate their fair values.

33. APPROVAL OF FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the Board of Directors on 30 March 2011.

Five Year Summary

| | Year ended 31 December | | | | |
|--|------------------------|------------------|------------------|------------------|------------------|
| | 2010 HK\$'000 | 2009 HK\$'000 | 2008 HK\$'000 | 2007 HK\$'000 | 2006 HK\$'000 |
| RESULTS | | | | | |
| Turnover | 215,826 | 241,477 | 235,110 | 370,064 | 199,087 |
| Profit before income tax expense | 71,880 | 65,182 | 46,578 | 109,617 | 57,252 |
| Income tax expense | (12,073) | (10,980) | (7,611) | (20,171) | (9,154) |
| Profit and total comprehensive income for the year | 59,807 | 54,202 | 38,967 | 89,446 | 48,098 |

| | As at 31 December | | | | |
|-------------------------------|-------------------|------------------|------------------|------------------|------------------|
| | 2010 HK\$'000 | 2009 HK\$'000 | 2008 HK\$'000 | 2007 HK\$'000 | 2006 HK\$'000 |
| ASSETS AND LIABILITIES | | | | | |
| Total assets | 266,819 | 215,231 | 152,678 | 193,342 | 111,933 |
| Total liabilities | (50,843) | (48,942) | (40,591) | (156,136) | (54,882) |
| Total equity | 215,976 | 166,289 | 112,087 | 37,206 | 57,051 |

Notes:

1. The Company was incorporated in Bermuda on 24 January 2008 and became the holding company of the Group with effect from 25 June 2008 upon the completion of the Reorganisation as set out in the Company's prospectus dated 30 June 2008.
2. The results for the two years ended 31 December 2007 and assets and liabilities of the Group as at 31 December 2006 and 2007 have been prepared on a combined basis to indicate the results of the Group as if the Group structure, at the time when the Company's shares were listed on the Stock Exchange had been in existence throughout the years concerned. The figures for the two years ended 31 December 2007 have been extracted from the Company's prospectus dated 30 June 2008.

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